

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA

Title III

No. 17-BK-4780-LTS

(Jointly Administered)

ORDER CONCERNING MODIFICATIONS TO PROPOSED DISCOVERY AND CONFIRMATION SCHEDULE

Upon review of the *Motion of Puerto Rico Electric Power Authority for Order Establishing, Among Other Things, Procedures and Deadlines Concerning Objections to*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Confirmation and Discovery in Connection Therewith (Docket Entry No. 23100 in Case No. 17-3283 and Docket Entry No. 3114 in Case No. 17-4780) (the “Motion”)² filed by the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as sole Title III representative of the Puerto Rico Electric Power Authority (the “Debtor”) and considering the objections to the Oversight Board’s proposed discovery and confirmation deadlines, the Court makes the following rulings and proposes the following deadlines:

1. The Debtor shall continue populating the Depository with
 - a. Debtor’s relevant non-privileged documents relied upon by the Debtor in analyzing its assets and the various claims asserted against it; and
 - b. Debtor’s relevant non-privileged documents concerning the Best Interests Test Report set forth in the Disclosure Statement.
2. At this juncture, no privilege log is required to be provided by the Debtor.
3. The Debtor need not respond to any discovery requests prior to the approval of the Disclosure Statement.
4. Parties in interest may serve up to fifteen (15) Interrogatories.
5. Attached herein is Exhibit A, a redlined version of the Court’s preliminary proposed deadlines and Exhibit B, a clean version of the Court’s preliminary proposed deadlines.

Any party with comments on the proposed deadlines will have an opportunity to be heard at the hearing concerning the Motion. If the Court grants the Disclosure Statement Motion, a final order

² Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Motion.

establishing, among other things, procedures and deadlines concerning objections to confirmation and discovery in connection therewith will be issued after the hearing.

SO ORDERED.

Dated: February 27, 2023

/s/ Laura Taylor Swain
Hon. Laura Taylor Swain
United States District Court Judge

EXHIBIT A

Redlined Version of the Court's Preliminary Proposed Deadlines

Summary of Discovery Deadlines ³	
Date of Entry of This Order	Conversion of Disclosure Statement depository to Plan Depository
Five Business Days After Entry of DS Approval Order	Deadline for Confirmation Hearing Notice to be served.
Ten Days After Entry of This Order	Deadline for the Debtor to upload all documents to the Plan Depository
	Deadline for the Debtor to file a preliminary fact witness list and topics about which each witness will testify (" <u>Debtor's Preliminary Fact Witness List</u> ").
March 29 April 7, 2023	Deadline for parties in interest to file a "Notice of Intent to Participate in Discovery," (hereafter, a " <u>Discovery Notice</u> "). Only parties in interest who file a timely Discovery Notice can propound discovery, but failure to do so does not preclude a party from objecting to confirmation of the Plan.
28 Days After Entry of DS Approval Order	Deadline for Debtor to complete mailing of solicitation materials.
April 13, 2023	Deadline for all parties to serve requests for production of non-depository documents (" <u>Production Requests</u> "). Parties in interest may serve Production Requests only following their filing of a timely Discovery Notice.
	Parties may serve up to one additional round of Production Requests, provided that they are served on or before April 14 May 8, 2023 .
	Responses and objections to any Production Requests shall be served within seven (7) days of service of such Production Requests.
	Deadline for parties in interest to file a preliminary fact witness list and topics about which each witness is expected to testify (a " <u>Party in Interest's Preliminary Fact Witness List</u> ," and together with the Debtor's Preliminary Fact Witness List, the " <u>Preliminary Fact Witness Lists</u> ").
	<u>Deadline for all parties to file opening expert disclosures ("<u>Opening Expert Disclosures</u>").</u>

³ The confirmation deadlines approved in connection with the Disclosure Statement Motion are highlighted below in grey shading.

Summary of Discovery Deadlines ³	
<u>April 21, 2023</u>	<u>Deadline for all parties to serve up to fifteen (15) interrogatories (“Interrogatories”), including subparts. Responses and objections to such Interrogatories shall be served within ten (10) days of service of such Interrogatories.</u>
April 28 14, 2023	Deadline for all parties to file opening expert reports (“ <u>Opening Expert Reports</u> ”). Deadline for all parties to serve initial notices of deposition, topics and requested times for depositions (“Initial Notices of Deposition”) (all depositions are limited to a seven (7) hour time limit). Subsequent notices are allowed provided discovery is completed by the Fact Discovery Deadline or Expert Discovery Deadline, as applicable. Deadline for parties who have served a Production Request on or before April 3, 2023 to serve up to one additional round of Production Requests.
	Responses and objections to any Production Requests shall be served within seven (7) days of service of such Production Requests.
	<u>Deadline for all parties to serve initial notices of deposition, topics and requested times for depositions (“Initial Notices of Deposition”) (all depositions are limited to a seven (7)-hour time limit). Subsequent notices are allowed provided discovery is completed by the Fact Discovery Deadline or Expert Discovery Deadline, as applicable.</u>
April 17 May 8, 2023	Deadline for all parties to file rebuttal expert disclosures (“ <u>Rebuttal Expert Witness Disclosures</u> ”)
	<u>Deadline for parties who have served a Production Request on or before April 14, 2023 to serve up to one additional round of Production Requests.</u>
	<u>Responses and objections to any Production Requests shall be served within seven (7) days of service of such Production Requests.</u>
<u>May 15, 2023</u>	<u>Deadline for all parties to file rebuttal expert reports (“Rebuttal Expert Reports”)</u>
April 21 May 26, 2023	Deadline for all parties to serve requests for admission, limited to authentication of documents (“ <u>Admission Requests</u> ”). Responses and objections to such Admission Requests shall be served within four (4) business days of service of such Admission Requests.
	Deadline for completion of fact discovery (the “ <u>Fact Discovery Deadline</u> ”).
	<u>Deadline for parties in interest who solely want access to documents in the Plan Depository to file a Discovery Notice.</u>

Summary of Discovery Deadlines ³	
June 2, 2023 April 24, 2023	<u>Deadline for completion of expert discovery (the “Expert Discovery Deadline”).</u>
	<u>Deadline for all parties to file Daubert motions and motions <i>in limine</i>.</u> Deadline for all parties to file rebuttal expert reports (“Rebuttal Expert Reports”)
	Deadline for parties in interest who solely want access to documents in the Plan Depository to file a Discovery Notice.
June 9, 2023 May 5, 2023	Deadline for all parties to file oppositions to Daubert motions and motions <i>in limine</i> .
June 16, 2023	<u>Deadline for all parties to file replies in support of Daubert motions and motions <i>in limine</i>.</u>
	<u>Deadline for all parties to file finalized witness lists, exhibit lists, and deposition designations.</u>
May 17, 2023 June 23, 2023	Deadline for all parties to file counter-designations, objections to deposition designations, or objections to exhibit lists.
May 24, 2023 June 30, 2023	Deadline for all parties to file objections to counter designations.
May 31, 2023	Deadline for the Debtor to file initial proposed confirmation order (the “ <u>Proposed Confirmation Order</u> ”).
June 7, 2023	Voting Deadline
June 7, 2023	Deadline for parties in interest to file: <ul style="list-style-type: none"> • Objections to confirmation of the Plan (“<u>Plan Objections</u>”). • Objections to Proposed Confirmation Order.
June 21, 2023	Deadline for Debtor to file: <ul style="list-style-type: none"> • Memorandum of law in support of confirmation. • Omnibus reply to Plan Objections and objections to the Proposed Confirmation Order • Vote Tabulation. • Initial proposed findings of fact and conclusions of law (“<u>Proposed Findings of Fact and Conclusions of Law</u>”)
	<ul style="list-style-type: none"> • Witness declarations.
	Deadline for non-Debtor parties to file witness declarations

Summary of Discovery Deadlines ³	
June 28, 2023	Deadline for parties in interest to file objections to Proposed Findings of Fact and Conclusions of Law.
July 5, 2023	Deadline for Debtor to reply to objections to the Proposed Findings of Fact and Conclusions of Law.
Week of July 10, 2023 (or a -date convenient for the court)	[Virtual] hearing on motions <i>in limine</i> / pre-trial conference.
July 17–21, 24–28 2023	Confirmation Hearing

EXHIBIT B

Clean Version of the Court's Preliminary Proposed Deadlines

Summary of Discovery Deadlines ³	
Date of Entry of This Order	Conversion of Disclosure Statement depository to Plan Depository
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Ten Days After Entry of This Order	Deadline for the Debtor to upload all documents to the Plan Depository
	Deadline for the Debtor to file a preliminary fact witness list and topics about which each witness will testify (“ <u>Debtor’s Preliminary Fact Witness List</u> ”).
April 7, 2023	Deadline for parties in interest to file a “Notice of Intent to Participate in Discovery,” (hereafter, a “ <u>Discovery Notice</u> ”). Only parties in interest who file a timely Discovery Notice can propound discovery, but failure to do so does not preclude a party from objecting to confirmation of the Plan.
28 Days After Entry of DS Approval Order	Deadline for Debtor to complete mailing of solicitation materials.
April 14, 2023	Deadline for all parties to serve requests for production of non-depository documents (“ <u>Production Requests</u> ”). Parties in interest may serve Production Requests only following their filing of a timely Discovery Notice.
	Parties may serve up to one additional round of Production Requests, provided that they are served on or before May 8, 2023.
	Responses and objections to any Production Requests shall be served within seven (7) days of service of such Production Requests.
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	Deadline for all parties to file Daubert motions and motions <i>in limine</i> .
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